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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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|---|---------------------------|
| | X |
| In re: | : |
| | : Chapter 11 |
| SUNEDISON, INC., <i>et al.</i> , | : Case No. 16-10992 (SMB) |
| Debtors. ¹ | : (Jointly Administered) |
| | X |
| | : |
| OFFICIAL COMMITTEE OF UNSECURED | : |
| CREDITORS, on behalf of the estates of the Debtors, | : |
| | : |
| Plaintiff, | : Adversary Proceeding |
| v. | : No. 16-01228 (SMB) |
| | : |
| WELLS FARGO BANK, N.A., <i>et al.</i> , | : |
| | : |
| Defendants. | : |
| | X |

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's tax identification number are as follows: SunEdison, Inc. (5767); SunEdison DG, LLC (N/A); SUNE Wind Holdings, Inc. (2144); SUNE Hawaii Solar Holdings, LLC (0994); First Wind Solar Portfolio, LLC (5014); First Wind California Holdings, LLC (7697); SunEdison Holdings Corporation (8669); SunEdison Utility Holdings, Inc. (6443); SunEdison International, Inc. (4551); SUNE ML 1, LLC (3132); MEMC Pasadena, Inc. (5238); Solaicx (1969); SunEdison Contracting, LLC (3819); NVT, LLC (5370); NVT Licenses, LLC (5445); Team-Solar, Inc. (7782); SunEdison Canada, LLC (6287); Enflex Corporation (5515); Fotowatio Renewable Ventures, Inc. (1788); Silver Ridge Power Holdings, LLC (5886); SunEdison International, LLC (1567); Sun Edison LLC (1450); SunEdison Products Singapore Pte. Ltd. (7373); SunEdison Residential Services, LLC (5787); PVT Solar, Inc. (3308); SEV Merger Sub Inc. (N/A); Sunflower Renewable Holdings 1, LLC (6273); Blue Sky West Capital, LLC (7962); First Wind Oakfield Portfolio, LLC (3711); First Wind Panhandle Holdings III, LLC (4238); DSP Renewables, LLC (5513); Hancock Renewables Holdings, LLC (N/A); EverStream HoldCo Fund I, LLC (9564); Buckthorn Renewables Holdings, LLC (7616); Greenmountain Wind Holdings, LLC (N/A); Rattlesnake Flat Holdings, LLC (N/A); Somerset Wind Holdings, LLC (N/A); SunE Waiawa Holdings, LLC (9757); SunE MN Development, LLC (8669); SunE MN Development Holdings, LLC (5388); SunE Minnesota Holdings, LLC (8926); TerraForm Private Holdings, LLC (5993); Hudson Energy Solar Corporation (3557); SunE REIT-D PR, LLC (5519); SunEdison Products, LLC (4445); SunEdison International Construction, LLC (9605); Vaughn Wind, LLC (4825); Maine Wind Holdings, LLC (1344); First Wind Energy, LLC (2171); First Wind Holdings, LLC (6257); and EchoFirst Finance Co., LLC (1607). Effective June 13, 2017, the address of the Debtors' corporate headquarters is Two City Place Drive, 2nd floor, St. Louis, MO 63141.

NOTICE OF VOLUNTARY DISMISSAL WITH PREJUDICE

PLEASE TAKE NOTICE that on October 20, 2016, the Official Committee of Unsecured Creditors (“**Committee**”) of SunEdison, Inc. and certain of its affiliates in the above-captioned chapter 11 cases, by and through its undersigned counsel, filed a complaint [AP Dkt. No. 1²] (the “**Complaint**”), commencing the above-captioned adversary proceeding (the “**Adversary Proceeding**”) against certain prepetition first lien and second lien secured parties as named party defendants.

PLEASE TAKE FURTHER NOTICE that on November 22, 2016, the Committee filed the Amended Adversary Complaint [AP Dkt. Nos. 12] (the “**Amended Complaint**”) adding certain additional prepetition first lien and second lien secured parties as named party defendants. A list of defendants named in the Amended Complaint is provided on Exhibit A attached hereto.

PLEASE TAKE FURTHER NOTICE that while the Adversary Proceeding remained pending, the Committee, the Debtors, and certain Defendants, among others, entered into negotiations for resolution of the Debtors’ Chapter 11 cases and the Adversary Proceeding. Those discussions culminated in the compromises and agreements (the “**Committee/BOKF Plan Settlement**”) embodied in an executed settlement term sheet (“**Term Sheet**”) attached and incorporated into the Debtors’ Second Amended Joint Plan of Reorganization dated as of June 12, 2017 [Dkt. No. 3314] (as amended or supplemented in accordance with its terms and including all exhibits and supplements thereto, the “**Plan**”). Among other things, the Term Sheet (at 3) provided that “[i]f the [Committee/BOKF Plan] Settlement is approved, and the [...] Plan becomes effective, all pending litigation will be deemed withdrawn with prejudice (and, if necessary, parties will file with the Court any necessary withdrawal notices).”

² Citations to docket entries in this adversary proceeding, No. 16-01228 (SMB), are cited as “AP Dkt. No.” Citations to docket entries in the main bankruptcy case, No. 16-01992 (SMB), are cited as “Dkt. No.”

PLEASE TAKE FURTHER NOTICE that on July 28, 2017, the Bankruptcy Court entered an order confirming the Plan (the “**Confirmation Order**”). Pursuant to the Confirmation Order, including paragraphs Z, 1 and 8, and subject only to the Plan becoming effective by its terms, the Bankruptcy Court approved the Committee/BOKF Plan Settlement and decreed:

On the Effective Date of the Plan, all pending litigation shall be deemed withdrawn with prejudice (subject to the entry of orders dismissing any adversary proceedings or the filing with the Bankruptcy Court of any necessary withdrawal notices). For the avoidance of doubt, the Committee/BOKF Plan Settlement settles any and all issues that may be in dispute (either currently or pending or that could be commenced in the future) among the Creditors’ Committee, BOKF, the Debtors and the Tranche B Roll-Up Lenders/Steering Committee of Prepetition Second Lien Lenders and Noteholders, including, without limitation, regarding Annex II of the Replacement DIP Facility Order, other than any disputes that may arise with respect to the interpretation or effectuation of the Committee/BOKF Plan Settlement, and settles any and all claims and causes of action (current or pending or that could be commenced in the future) that the Creditors’ Committee has asserted or may assert against the Prepetition First Lien Secured Parties (as defined in the Replacement DIP Order).

PLEASE TAKE FURTHER NOTICE that on December 29, 2017, the Debtors filed a Notice of Effective Date [Dkt. 4495], in which they advised all parties in interest that the Plan became effective on December 29, 2017.

PLEASE TAKE FURTHER NOTICE that the Committee submits that on account of the Plan having become effective on December 29, 2017, and in accordance with the Plan and the Confirmation Order, all of the claims and causes of action asserted in the Adversary Proceeding were settled, released, and deemed dismissed with prejudice.

PLEASE TAKE FURTHER NOTICE that the Committee further submits that the Adversary Proceeding appropriately should be closed.

PLEASE TAKE FURTHER NOTICE that pursuant to Rule 7041 of the Federal Rules of Bankruptcy Procedure and Federal Rule of Civil Procedure 41(a)(1)(A)(i), the Committee hereby dismisses with prejudice the Adversary Proceeding against all defendants.

Dated: December 29, 2017
New York, New York

KOBRE & KIM LLP

/s/ Jeremy Hollembeak
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New York, New York 10022
Tel +1 212 488 1200

Michael S. Kim
Jeremy C. Hollembeak
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*Special Counsel to Official
Committee of Unsecured Creditors*

Exhibit A
Schedule of Defendants

- WELLS FARGO BANK, N.A., in its capacity as administrative agent for the Prepetition First Lien Facility on behalf of all Prepetition First Lien Lenders not individually named as Defendants in the Amended Adversary Complaint
- WILMINGTON SAVINGS FUND SOCIETY, FSB, in its capacity as successor administrative agent for the Prepetition Second Lien Facility on behalf of all Prepetition Second Lien Term Loan Lenders not individually named as Defendants in the Amended Adversary Complaint
- WILMINGTON TRUST, NATIONAL ASSOCIATION, in its capacity as Indenture Trustee on behalf of all holders of Prepetition Second Lien Notes not individually named as Defendants in the Amended Adversary Complaint and as Collateral Trustee under the Prepetition Security Agreement
- 683 CAPITAL PARTNERS, LP
- APOLLO A-N CREDIT FUND (DELAWARE), LP
- APOLLO CAPITAL MANAGEMENT, LP
- APOLLO CREDIT STRATEGIES MASTER FUND LTD.
- BALDR MASON FUND INC.
- BANK OF AMERICA MERRILL LYNCH
- BANK OF AMERICA, NATIONAL ASSOCIATION
- BARCLAYS BANK PLC
- BBVA COMPASS BANK
- BLACKROCK FINANCIAL MANAGEMENT, INC.
- BRIGADE CAPITAL MANAGEMENT, LP
- BRIGADE DISTRESSED VALUE MASTER FUND LTD.
- BRIGADE LEVERAGED CAPITAL STRUCTURES FUND LTD.
- CADBURY HEDGE FUND ALTERNATIVES PORTFOLIO
- CANDLEWOOD FINANCIAL OPPORTUNITIES FUND, LLC
- CANDLEWOOD FINANCIAL OPPORTUNITIES MASTER FUND, LP
- CANDLEWOOD INVESTMENT GROUP
- CANDLEWOOD SPECIAL SITUATIONS MASTER FUND, LTD
- CASTLELAKE LP
- CENTERBRIDGE PARTERS L.P.
- CERBERUS CAPITAL MANAGEMENT, LP
- CERBERUS INSTITUTIONAL PARTNERS VI, LP
- CIFIC ASSET MANAGEMENT LLC
- CITIBANK, N.A.
- CITICORP NORTH AMERICA, INC.
- CITIGROUP FINANCIAL PRODUCTS INC.
- CITIGROUP GLOBAL MARKETS, INC.
- CL III SOLUTIONS LLC
- CL IV SOLUTIONS LLC
- CORBIN CAPITAL PARTNERS MANAGEMENT, LLC
- CORBIN OPPORTUNITY FUND, L.P.
- CREDIT SUISSE LOAN FUNDING
- CREDIT SUISSE AG CAYMAN ISLANDS
- CRESCENT 1, LP

- CRS MASTER FUND, LP
- CVI OPPORTUNITIES FUND I, LLLP
- CWD OC522 MASTER FUND, LTD.
- CYRUS CANARY MASTER FUND, LP
- CYRUS CAPITAL PARTNERS, LP
- CYRUS OPPORTUNITIES MASTER FUND II, LTD
- CYRUS SELECT OPPORTUNITIES MASTER FUND, LTD.
- DEUTSCHE BANK AG CAYMAN ISLANDS
- DEUTSCHE BANK AG NEW YORK
- EMPYREAN CAPITAL PARTNERS, LP
- EMPYREAN INVESTMENTS, LLC
- FLAGLER MASTER FUND SPC, LTD., ON BEHALF OF AND FOR THE ACCOUNT OF THE CLASS A SEGREGATED PORTFOLIO
- FLAGLER MASTER FUND SPC, LTD., ON BEHALF OF AND FOR THE ACCOUNT OF THE CLASS B SEGREGATED PORTFOLIO
- FORT GEORGE INVESTMENTS, LLC
- GOLDMAN SACHS BANK, USA
- GREENLIGHT CAPITAL INC.
- HIGHBRIDGE INTERNATIONAL, LLC
- HIGHBRIDGE TACTICAL CREDIT & CONVERTIBLES MASTER FUND, LP
- INVESTMENT PARTNERS IV (A), LLC
- JMB CAPITAL PARTNERS MASTER FUND, LP
- K SPECIAL OPPORTUNITY FUND, LP
- KEYBANK NATIONAL ASSOCIATION
- KTRS CREDIT FUND, LP
- LINCOLN SQUARE FUNDING ULC
- LORIN CAPITAL MANAGEMENT LLC
- LUXOR CAPITAL GROUP, LP
- LUXOR CAPITAL, LLC
- MACQUARIE CAPITAL (USA) INC.
- MANCHESTER SECURITIES CORP.
- MANGROVE PARTNERS
- MARATHON ASSET MANAGEMENT, LP
- MARATHON COURT SQUARE, LP
- MARATHON CREDIT DISLOCATION FUND, LP
- MARATHON LIQUID CREDIT LONG SHORT FUND
- MARATHON SPECIAL OPPORTUNITY MASTER FUND, LTD.
- MARBLEGATE ASSET MANAGEMENT, LLC
- MARBLEGATE SPECIAL OPPORTUNITIES MASTER FUND, LP
- MIHI LLC
- MORGAN STANLEY SENIOR FUNDING INC.
- P MARBLEGATE LTD.
- PENTELI MASTER FUND, LTD.
- REDWOOD CAPITAL MANAGEMENT, LLC
- SAINSBURY'S CREDIT OPPORTUNITIES FUND, LTD.

- SOUND POINT CAPITAL MANAGEMENT, LP
- STRATEGIC VALUE MASTER FUND LTD.
- STRATEGIC VALUE OPPORTUNITIES FUND LP
- STRATEGIC VALUE SPECIAL SITUATIONS MASTER FUND III LP
- SVP ACQUISITIONS LLC
- TENNENBAUM CAPITAL PARTNERS, LLC
- TENNENBAUM HEARTLAND CO-INVEST, LP
- TENNENBAUM SENIOR LOAN FUND II, LP
- TENNENBAUM SENIOR LOAN FUND V, LLC
- TENNENBAUM SPECIAL SITUATIONS FUND IX, LLC
- TENNENBAUM SPECIAL SITUATIONS FUND IX-S, LP
- TENNENBAUM SPECIAL SITUATIONS IX-C, LP
- TENNENBAUM SPECIAL SITUATIONS IX-O, LP
- THE MANGROVE PARTNERS MASTER FUND, LTD.
- THE ROYAL BANK OF CANADA
- THE ROYAL BANK OF SCOTLAND PLC
- WELLS FARGO BANK NATIONAL ASSOCIATION

CERTIFICATE OF SERVICE

I hereby certify that I caused a true and correct copy of the foregoing *Notice of Voluntary Dismissal With Prejudice* to be served upon all counsel of record by CM/ECF and Electronic Mail on the 29th day of December 2017, except that CIFIC Asset Management LLC and Royal Bank of Scotland PLC were served by Federal Express on the 29th day of December 2017.

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